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THE BOARD OF DIRECTORS' PROPOSAL FOR A RESOLUTION ON GUIDELINES FOR REMUNERATION TO EXECUTIVE MANAGEMENT

The Board of Directors of Auriant Mining AB (publ) proposes that the meeting resolves on guidelines for remuneration to the executive management of the Auriant Mining group ("Group"), containing the following:

The guidelines shall apply to remuneration and other employment terms and conditions for the managing director and other members of the Group's management ("Group Management") and shall apply until the Annual General Meeting of 2020.

Guidelines

The guidelines shall apply to all employment contracts entered into after the meeting's resolution and, in those cases where amendments are made to the existing terms and conditions, after that point in time. The Company shall aim to offer total remuneration, which is reasonable and competitive, based on the circumstances in the country in question and shall also be allowed to offer a so-called "Sign on" bonus in order to recruit the best personnel. The remuneration shall vary in relation to the performance of the individual and the Group. It is proposed that the total remuneration to the Group Management shall consist of the components stated below.

Fixed salary

The fixed salary ("Base Salary") shall be adjusted to the market and shall be based on responsibility, competence and performance. The fixed salary shall be reviewed every year.

Variable remuneration

Variable remuneration may include:

- a) monthly variable remuneration, which shall depend on the executive's individual performance;
- b) bonuses, including annual bonuses and one-time bonuses, which shall relate to the Company's return on production results, reserves and production goals, and specific goals within each executive's area of responsibility; and
- c) share and share-price related incentive programs.

The maximum amount of variable remuneration paid in cash shall not exceed one annual Base Salary of the executive in question.

Long-term incentives

The board of directors intends to assess, on a regular basis, the need of long-term incentive programs that are to be proposed to the general meeting.

Insurable benefits

Old-age pension, healthcare benefits and medical benefits shall, if applicable, be provided in a manner that reflects the regulations and practices in the home country. If possible, pension plans shall be defined contribution plans. In individual cases, depending on the tax and/or social insurance laws applying to the individual in question, other adjusted pension plans or pension solutions may be approved.

Other benefits

The Company shall be able to provide individual members of the Group Management or the entire Group Management with other benefits. These benefits shall not constitute a substantial portion of

the total remuneration. The benefits shall, in addition, correspond to normal benefits provided on the market.

Termination and severance pay

Notice of termination of employment shall be no more than twelve months upon termination initiated by the Group and no more than six months upon termination initiated by a member of the management. Severance pay may only be paid out upon termination by the Group or when a member of the Group Management resigns due to a significant change of his/her working conditions, which means the he/she cannot perform adequately.

Derogation from the guidelines

The board of directors shall be entitled to derogate from these guidelines if special reasons exist in an individual case.

Stockholm, April 2019
Auriant Mining AB (publ)
Board of Directors